



Invoice submitted to:

Fed ID # 11-3489052

Committee of Unsecured Creditors' Committee

Invoice Date: February 20, 2013

062429 062429 Residential Capital, LLC- Counsel to Creditors' Committee  
File # 062429

Invoice # 91438

Professional services

			<u>Hours</u>	<u>Amount</u>
<b><u>Case Administration</u></b>				
12/01/12	BWP	Review email from Yolanda Rucker to SA ResCap Borrower address; draft response to same	0.30	45.00
12/03/12	RJF	Review correspondence from Amy Lewis enclosing email and call log from 11/30/12	0.10	55.00
12/03/12	RJF	Prepare email correspondence to Brian Powers regarding Borrower Motion to Certify Class Claim	0.10	55.00
12/03/12	RJF	Review correspondence from Brian Powers responding to my email relating to Borrower Motion to Certify Class Claim	0.10	55.00
12/03/12	RJF	Telephone call from unknown caller regarding borrower inquiry	0.20	105.00
12/03/12	BP	Confer with Brian W. Powers regarding pending class action filed against the Debtors; discuss the status of certification of the class action and how the Debtors chapter 11 case may be affected; project possible issues that may arise as to borrowers claims in the class action	0.20	39.00
12/03/12	BWP	Telephone call from John Smith on SA ResCap hotline regarding bankruptcy process	0.30	45.00
12/03/12	BWP	Telephone call from Jeff Rager on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/03/12	BWP	Telephone call from Edward Morris on SA ResCap	0.20	30.00

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12/03/12	BWP	Review various emails from Committee counsel re: Rowena Drennen Motion to Certify Class Claim	0.30	45.00
12/03/12	BWP	Confer with Berlinda Pierre-Louis regarding pending class action filed against the Debtors; discuss the status of certification of the class action and how the Debtors chapter 11 case may be affected; project possible issues that may arise as to borrowers claims in the class action	0.20	30.00
12/03/12	BWP	Review filed supplemental affidavit of service of bar date notice	0.20	30.00
12/03/12	BWP	Review motion of Rowena Drennen to certify class claim and memorandum of law regarding same (.9); draft memorandum to Ronald J. Friedman re: same (.5)	1.40	210.00
12/04/12	RJF	Review correspondence from Rachael Ringer regarding Committee call/meeting	0.10	55.00
12/04/12	RJF	Review correspondence from Amy Lewis enclosing email and call log from 12/4/12	0.10	55.00
12/04/12	BP	Review correspondence from Elisa Coccia regarding e-mail inquiry received regarding regarding bankruptcy process; draft reply	0.20	39.00
12/04/12	BWP	Telephone call from Myrlende Roumain on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/04/12	BWP	Telephone call from Jay P. Slowey on SA ResCap hotline regarding bankruptcy process	0.30	45.00
12/04/12	BWP	Telephone call from Unknown Caller on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/05/12	RJF	Review correspondence from Doug Mannal regarding next Committee call	0.10	55.00
12/05/12	BP	Review e-mail log from December 4, 2012; draft e-mail to Maria Konstantopoulos in response to inquiry regarding bankruptcy process	0.30	58.50
12/05/12	BWP	Telephone call from Cindy Juhl on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/05/12	BWP	Telephone call from Linda Bailey on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/05/12	BWP	Review objection of Debtors to class certification motion; draft memo to Ronald J. Friedman re: same	2.70	405.00
12/05/12	BWP	Review Epiq call and email logs in connection with ensuring responses have been given to same	0.40	60.00
12/06/12	RJF	Review correspondence from Peter McElvain regarding Morgan Stanley	0.10	55.00
12/06/12	RJF	Review correspondence from Rachael Ringer	0.10	55.00

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	regarding Morgan Stanley			
12/06/12	RJF	Review correspondence from Peter McElvain of Allstate regarding Morgan Stanley	0.10	55.00
12/06/12	RJF	Review correspondence from Amy Lewis enclosing Email and Call Log for 12/5/12	0.10	55.00
12/06/12	RJF	Review correspondence from Stephen Zide regarding Wall Street Journal Article regarding Mortgage-Practice Monitor	0.10	55.00
12/06/12	BP	Review e-mail from Maria Konstanpoulos regarding whether her company has funded the Debtors or if her company has invested with any of the Debtors; reply to e-mail	0.30	58.50
12/06/12	BWP	Telephone call from Keith Caudill on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/06/12	BWP	Telephone call from Ed Wortman on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/07/12	RJF	Review correspondence from Amy Lewis enclosing call log from 12/6/12	0.10	55.00
12/07/12	BP	Confer with Brian Powers regarding borrower issues surrounding Home Equity Line of Credit and its status as of petition date; discuss its effects on borrowers	0.10	19.50
12/07/12	BWP	Telephone call from Joe Ruffino on SA ResCap hotline regarding bankruptcy process	0.30	45.00
12/07/12	BWP	Telephone call from Steven Small on SA ResCap hotline regarding bankruptcy process	0.30	45.00
12/07/12	BWP	Confer with Berlinda Pierre-Louis regarding borrower issues regarding HELOCs	0.10	15.00
12/10/12	RJF	Review correspondence from Tim Conklin enclosing call log from 12/7/12	0.10	55.00
12/10/12	BWP	Telephone call from Mark Dubois on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/11/12	RJF	Review correspondence from Brian Powers regarding objection to fees by the United States Trustee	0.10	55.00
12/11/12	RJF	Review correspondence from Amy Lewis enclosing email log for ResCap from 12/10	0.10	55.00
12/11/12	RJF	Review correspondence from Rachael Ringer enclosing a brief overview of the ways in which we believe special regulatory counsel will be able to assist the Committee	0.10	55.00
12/11/12	BWP	Telephone call from Herbert Daniels on SA ResCap hotline regarding bankruptcy process	0.30	45.00
12/11/12	BWP	Review correspondence from Mike Wilen to SA	0.20	30.00

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		ResCap borrower email address (.1); draft response to same (.1)		
12/12/12	RJF	Review correspondence from Amy Lewis enclosing Email and Call Log from 12/11/12	0.10	55.00
12/12/12	BWP	Telephone call from Joseph Ruffino on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/12/12	BWP	Telephone call from Amanda at Kensington Vanguard on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/13/12	RJF	Review correspondence from Rachael Ringer regarding Committee update	0.10	55.00
12/13/12	RJF	Review correspondence from Amy Lewis enclosing email log from 12/12/12	0.10	55.00
12/13/12	BWP	Telephone call from Gina Dominique on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/14/12	BP	Telephone call with Lisa Baker regarding Proof of Claim notice received	0.20	39.00
12/17/12	RJF	Review correspondence from Rachael Ringer update	0.10	55.00
12/17/12	RJF	Conference with Brian Powers regarding pending adversary proceedings	0.10	55.00
12/17/12	RJF	Confer with Brian Powers regarding open adversary proceedings in Debtors' case in connection with resolution of borrower issues in same	0.10	52.50
12/17/12	BP	Confer with Brian Powers regarding e-mails from Nelil Larkin regarding foreclosure in Oregon; discuss status of Debtors' case and adversary proceedings filed by borrowers of the Debtors; discuss possible resolution of borrower issues in related adversary proceedings	0.30	58.50
12/17/12	BWP	Telephone call from Salvador Macias on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/17/12	BWP	Confer with Berlinda Pierre-Louis regarding e-mails from Neil Larkin regarding foreclosure in Oregon; discuss status of case and adversary proceedings filed by borrowers of the Debtors; discuss possible resolution of borrower issues in related adversary proceedings	0.30	45.00
12/17/12	BWP	Review emails from Neil Larkins to SA ResCap borrower email address (.2); draft response to same (.1)	0.30	45.00
12/17/12	BWP	Review open adversary proceedings in Debtors' case in connection with borrower issues in same	0.50	75.00
12/17/12	BWP	Confer with Ronald J. Friedman re: open adversary proceedings in Debtors' case in connection with resolution of borrower issues in same	0.10	15.00

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12/17/12	BWP	Review fax from Neil Larkins regarding his mortgage and effect of bankruptcy (.1); telephone call to same in response (.2)	0.30		45.00
12/18/12	RJF	Review correspondence from Amy Lewis enclosing call log from 12/17/12	0.10		55.00
12/18/12	RJF	Review correspondence from Kenneth Eckstein regarding meetings with AFI	0.10		55.00
12/18/12	BWP	Telephone call from Alex Deroezk on SA ResCap hotline regarding bankruptcy process	0.20		30.00
12/18/12	BWP	Telephone call from Aerris Koplin on SA ResCap hotline regarding bankruptcy process	0.40		60.00
12/19/12	RJF	Prepare email correspondence to Doug Mannal regarding adversary proceedings	0.10		55.00
12/19/12	RJF	Review correspondence from Doug Mannal regarding class claim	0.10		55.00
12/19/12	RJF	Review correspondence from Rachael Ringer regarding meeting	0.10		55.00
12/19/12	RJF	Review correspondence from Rachael Ringer regarding 12/20/13 hearing	0.10		55.00
12/19/12	RJF	Review correspondence from Rachael Ringer regarding agenda for hearing	0.10		55.00
12/19/12	RJF	Review correspondence from Rachael Ringer regarding agenda and preparations for hearing	0.25		131.25
12/19/12	BP	Telephone call with Charles Turner regarding Proof of Claim notice and discuss reasons why he would need to file a claim, if any reasons exist	0.20		39.00
12/19/12	BP	Update call log chart	0.20		39.00
12/19/12	BWP	Telephone call from David Caine on SA ResCap hotline regarding bankruptcy process	0.20		30.00
12/20/12	RJF	Review correspondence from Elise Frejka enclosing stay relief, foreclosures spreadsheet and case calendar	0.10		55.00
12/20/12	RJF	Prepare email correspondence to Rachael Ringer regarding hearing	0.10		55.00
12/20/12	RJF	Review correspondence from Amy Lewis enclosing email and call log for 12/19/12	0.10		55.00
12/20/12	RJF	Review correspondence from Justin S. Krell regarding hearing	0.10		55.00
12/20/12	RJF	Review correspondence from Rachael Ringer regarding analysis of borrower claims	0.10		55.00
12/20/12	RJF	Review correspondence from Brian Powers regarding analysis of borrower claims	0.10		55.00
12/20/12	RJF	Review correspondence from Rachael Ringer	0.10		55.00

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		regarding analysis of borrower claims		
12/20/12	RJF	Review correspondence from Rachael Ringer regarding update on various relief from stay matters	0.10	55.00
12/20/12	JSK	Prepare for and attend hearings in connection with motions regarding exclusive periods to file a plan, appointment of a plan mediator, various lift stay motions and several pretrial conferences; confer with Ronald J. Friedman regarding same	8.00	2,480.00
12/20/12	BWP	Telephone call from Edward Yule on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/20/12	BWP	Telephone call from Shandra Sanfilipo on SA ResCap hotline regarding bankruptcy process	0.10	15.00
12/20/12	BWP	Telephone call from Harold Walter on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/20/12	BWP	Review complaint and Debtors' motion to dismiss in Van Wagner v. Residential Funding Company, LLC, et al. (Adv. Proc. No. 12-01913 (MG)) in connection with pretrial conference; draft memorandum to Justin S. Krell re: same	0.50	75.00
12/20/12	BWP	Review complaint, Debtors' motion to dismiss, and plaintiff's response in Williams v. GMAC Mortgage, LLC, et al. (Adv. Proc. No. 12-01896 (MG)) in connection with hearing on motion to dismiss; draft memo to Justin S. Krell re: same	0.70	105.00
12/20/12	BWP	Review Balensiefer, Raja, and Donaghy motions for relief from the automatic stay in connection with hearings on same; draft memorandum to Justin S. Krell re: same	0.60	90.00
12/20/12	BWP	Confer with Justin S. Krell re: 12/20 hearing on lift stay motions and motions to dismiss and relevant issues in same	0.20	30.00
12/20/12	BWP	Confer with Justin S. Krell re: open adversary proceedings brought by borrowers and strategies for resolving same	0.60	90.00
12/20/12	BWP	Confer with Sara Greenberg re: review of adversary proceedings brought by borrowers in connection with resolution of same	0.10	15.00
12/21/12	RJF	Review correspondence from Amy Lewis regarding email and call log from 12/20/12	0.10	55.00
12/21/12	RJF	Review correspondence from Hugo Suarez regarding 12/21/2012 call log	0.10	52.50
12/21/12	JSK	Prepare for and attend conference call with Ronald J. Friedman, Elise Frejka and Doug Mannal; confer with Ronald J. Friedman regarding case strategy going forward	0.50	155.00



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12/21/12	JSK	Review docket and related adversary proceeding relating to Borrower actions [.4]; confer with Brian Powers regarding preparation of litigation chart and updating status of same [.2]	0.60 186.00
12/21/12	BWP	Review docket and related adversary proceeding relating to Borrower actions [1.1]; confer with Justin S. Krell regarding preparation of litigation chart and updating status of same [.2]	1.30 195.00
12/26/12	RJF	Review correspondence from Stephen Zide enclosing Committee update	0.10 55.00
12/26/12	JSK	Confer with Brian Powers re: strategy for handling borrower adversary proceedings, analysis of borrower claims, and lift stay motions filed by borrowers	0.30 93.00
12/26/12	JSK	Confer with Ronald J. Friedman and Brian Powers re: strategy for handling borrower adversary proceedings, analysis of borrower claims, and lift stay motions filed by borrowers	0.20 62.00
12/26/12	BP	Review e-mail from Rachel Ringer of Kramer Levin regarding status of case	0.50 97.50
12/26/12	BP	Confer with Brian Powers regarding status of case; discuss upcoming schedule in case as to Creditors Committee's roles in Debtors' claims analysis and adversary proceedings filed against Debtors; discuss borrower inquiry regarding issues concerning payment on insurance claim and re-issuance of check wit correct names of payee	0.50 97.50
12/26/12	BWP	Telephone call from Jason Smith on SA ResCap hotline regarding bankruptcy process	0.20 30.00
12/26/12	BWP	Telephone call from Joel Burnbaum on SA ResCap hotline regarding bankruptcy process	0.20 30.00
12/26/12	BWP	Confer with Berlinda Pierre-Louis regarding status of case; discuss upcoming schedule in case as to Creditors Committee's roles in Debtors' claims analysis and adversary proceedings filed against Debtors; discuss borrower inquiry regarding issues concerning payment on insurance claim and re-issuance of check with correct names of payee	0.50 75.00
12/26/12	BWP	Confer with Justin S. Krell re: strategy for handling borrower adversary proceedings, analysis of borrower claims, and lift stay motions filed by borrowers	0.30 45.00
12/26/12	BWP	Confer with Ronald J. Friedman and Justin S. Krell re: strategy for handling borrower adversary proceedings, analysis of borrower claims, and lift stay motions filed by borrowers	0.20 30.00

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12/27/12	RJF	Review correspondence from Walter Curchack regarding escrow	0.10	55.00
12/27/12	RJF	Review correspondence from Stephen Zide regarding escrow	0.10	55.00
12/27/12	RJF	Review correspondence from Kimberly Murray enclosing 12/27/13 call log	0.10	55.00
12/27/12	BP	Confer with Brian Powers regarding litigation chart preparation; discuss status of same; review chart with details of lift stay motions filed and follow up required for same	0.20	39.00
12/27/12	BP	Review e-mail log from 12/26	0.10	19.50
12/27/12	BWP	Telephone call from Michael Kalbfleisch on SA ResCap hotline regarding bankruptcy process	0.20	30.00
12/27/12	BWP	Confer with Berlinda Pierre-Louis regarding litigation chart preparation; discuss status of same; review chart with details of lift stay motions filed and follow up required for same	0.20	30.00
12/28/12	RJF	Review correspondence from Rachael Ringer enclosing daily update	0.10	55.00
12/28/12	BP	Telephone call with David Daniels regarding letter received regarding refinancing his GMAC mortgage; draft e-mail to Brian Powers regarding same	0.20	39.00
12/28/12	BP	Telephone call with David Daniels regarding clarification to inquiry concerning possible refinancing of mortgage; update admin chart	0.20	39.00
<b>Subtotal</b>		<b>Case Administration</b>	<u>36.05</u>	<u>\$9,033.75</u>
<b><u>Claims Admin/Ob</u></b>				
12/04/12	RJF	Telephone call with Elise Frejka from Kramer Levin regarding borrower concerns and Class Proof of Claim	0.20	105.00
12/21/12	JSK	Confer with Brian Powers re: analysis of borrower claims and strategy for accomplishing same	0.40	124.00
12/21/12	BWP	Confer with Justin S. Krell re: analysis of borrower claims and strategy for accomplishing same	0.40	60.00
<b>Subtotal</b>		<b>Claims Admin/Ob</b>	<u>1.00</u>	<u>\$289.00</u>
<b><u>Fee Objections</u></b>				
12/11/12	BWP	Review omnibus objection of United States Trustee to applications for professional compensation	1.10	165.00
<b>Subtotal</b>		<b>Fee Objections</b>	<u>1.10</u>	<u>\$165.00</u>
<b><u>Litigation</u></b>				
12/04/12	RJF	Telephone call with Norm Rosenbaum regarding	0.20	105.00



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		borrower adversary proceedings		
12/04/12	RJF	Review correspondence from Rachael Ringer regarding Debtors' Opposition To Motion To Apply Bankruptcy Rule 7023 And To Certify Class Claims	0.10	52.50
12/04/12	RJF	Review correspondence from Rachael Ringer regarding updates on Next Committee Call, Motion to Appoint a Mediator, RMBS Scheduling Order, Executive Compensation Update and Notice of Presentment re: Extension of Time to Assume/Reject	0.10	52.50
12/04/12	RJF	Review correspondence from Rachael Ringer enclosing Debtors response to the class cert motion	0.70	367.50
12/05/12	RJF	Review pending adversary proceedings in anticipation of committee call	0.50	262.50
12/05/12	RJF	Review correspondence from Rachael Ringer regarding committee call	0.10	52.50
12/05/12	RJF	Conference with Brian Powers regarding class claim motion and borrower issues	0.20	105.00
12/06/12	RJF	Review correspondence from Rachael Ringer regarding updates on Revised Mediation Motion, AFI DIP/Cash Collateral Stipulation, Residential Funding of Canada De Minimis Asset Sale and Morgan Stanley Bar Date Extension	0.10	52.50
12/07/12	RJF	Review correspondence from Rachael Ringer regarding updates on Executive Compensation Statement, Motion to Appoint a Mediator and Motion to Extend Exclusivity, Article re: Ocwen	0.10	52.50
12/10/12	RJF	Review correspondence from Rachael Ringer regarding Special Regulatory Counsel Interviews	0.10	52.50
12/11/12	RJF	Review correspondence from Rachael Ringer regarding updates on Next Committee Call, Letter from AFI and Committee Statement re: Executive Compensation	0.10	52.50
12/11/12	RJF	Review correspondence from Rachael Ringer regarding updates on Revised Executive Compensation Pleading and Preliminary Claims Presentation, U.S. Trustee Objection to Professionals' Fees.	0.10	52.50
12/14/12	RJF	Review correspondence from Rachael Ringer regarding updates on Revised Statement re: Exclusivity/Mediator, Letter to Kathy Patrick, Objections/Responses to Exclusivity and Mediator Motions and Article re: AFI Response Letter	0.10	52.50
12/17/12	RJF	Review correspondence from Stephen Zide regarding Debtor and its Advisors' analysis of FNMA and FHLMC cure claims for ResCap	0.10	52.50

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12/19/12	RJF	Review correspondence from Rachael Ringer regarding Committee Call and Meeting, Debtors' GSE Cure Claims Analysis, Debtors' Wind-Down Presentation, Debtors' Reply to Executive Compensation Objections/Statements, RMBS Scheduling Order, Replies to Mediator/Exclusivity Motion, Debtors' Reply to RMBS Trustee Rejection Procedures Objections and Meeting Minutes	0.10	55.00
12/19/12	RJF	Conference with Justin S. Krell regarding preparation for and attendance at hearings	0.25	131.25
12/19/12	RJF	Telephone call from Doug Mannal of Kramer Levin regarding hearings	0.10	52.50
12/20/12	JSK	Confer with Brian Powers regarding open adversary proceedings brought by borrowers in connection with resolving same; review documents in connection with same;	0.60	186.00
12/20/12	SG	Review open adversary proceedings brought by borrowers, and pleadings therein, in connection with resolution of same	1.00	150.00
12/20/12	SG	Confer with Brian Powers regarding review of adversary proceedings brought by borrowers in connection with resolution of same	0.10	15.00
12/20/12	BWP	Review open adversary proceedings brought by borrowers, and pleadings therein, in connection with resolution of same	3.10	465.00
12/22/12	RJF	Review correspondence from Rachael Ringer regarding Cancelled - Next Week's Committee Call, Hearing Update, Plan Framework Discussion Materials, Plan Framework Discussion Materials, AFI Debt Repayment, Revised RMBS Allocation Formula, Allstate Letter re: Ally Securities, October Operating Report, Mass Mutual Discovery Motion and Meeting Minutes.	0.10	52.50
12/24/12	RJF	Review correspondence from Stephen Zide regarding ResCap - Committee Update on FHA Loan Sale Motion and Ally Motion to Enforce the Automatic Stay.	0.10	52.50
12/26/12	RJF	Review correspondence from Stephen Zide regarding committee update on FHA Loan Sale Motion, AIP Motion, AFI Escrow Agreement and November Monthly Operating Report	0.10	52.50
12/26/12	RJF	Review correspondence from Kimberly Murray enclosing 12/26 ResCap Email log.	0.10	52.50
12/26/12	BWP	Review adversary proceedings filed by borrowers in connection with resolution of same	2.40	360.00
12/27/12	BWP	Review adversary proceedings filed by borrowers in	5.80	870.00

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	connection with resolution of same		
12/28/12	BWP	Review adversary proceedings filed by borrowers in connection with resolution of same (3.6); draft e-mail to Justin S. Krell regarding same (.1)	3.70 555.00
	<b>Subtotal</b>	<b>Litigation</b>	<u>20.15</u> <u>\$4,414.75</u>
	For professional services rendered	58.30	\$13,902.50

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Friedman, Ronald J	0.00	0.00	\$0.00
Friedman, Ronald J	4.20	525.00	\$2,205.00
Friedman, Ronald J	4.30	550.00	\$2,365.00
Greenberg, Sara	1.10	150.00	\$165.00
Krell, Justin	10.60	310.00	\$3,286.00
Pierre- Louis, Berlinda	3.70	195.00	\$721.50
Powers, Brian W.	34.40	150.00	\$5,160.00
	<u>58.30</u>		<u>\$13,902.50</u>

Disbursements

12/31/2012	Pacer charges	86.70
12/31/2012	Pacer charges	4.80
12/31/2012	Pacer charges	15.00
	<b>TOTAL</b>	<u>\$106.50</u>

Disbursement Summary

001	Pacer charges	<u>\$106.50</u>
		\$106.50

Previous Balance \$45,645.32

Balance due \$59,654.32